Developing the Governance Space: A Study of the Role and Potential of the Company Secretary In and Around The Board of Directors

INTRODUCTION

The financial crisis directs attention to problems that emanate from actors and institutions at the highest echelons of organizations. Commentary and ongoing regulatory reform suggest that corporate governance failure made a particularly significant contribution to the crisis and the recessionary woes of its aftermath, not least the weakness of boards of directors to govern corporations. Boards have been criticized as too far removed from the business of the firms they direct and ineffectual in holding executives to account for what they do and what they plan to do. This study is framed by an enduring concern among scholars and practitioners with boards as a mechanism of corporate governance.

Research on boards has been devoid of any significant 'space-sensitive' consideration, an omission that impedes understanding of boards as an important but problematic organizational governance phenomena. The study draws on and augments the 'spatial turn' in organization studies (Soja, 1989) and the concern with the analysis of space and spatiality (Soja, 1989), and the ways in which space, as a social product (Lefebvre, 1991), is 'practised, planned and imagined' (Taylor and Spicer, 2007, p. 325). The application of the concept of organizational spaces to boards offers a theoretical ground for examining the development of the space in and around the boardroom, which we call, 'the governance space'.

The study is also framed by a global context wherein regulation seeks to enhance governance through developing better boards of directors (OECD, 2004; New York Stock Exchange, 2010). Set in the regulatory context of UK corporations this study starts from the observation of an enhanced role for non-executive directors, company chairmen, and company secretaries on boards (Financial Reporting Council, 2012, herein after ‘the Code’). Though under UK law directors are regulated under the same legislative umbrella, in practice and regulation, distinctions between the work of inside executives and outside independent non-executives, have opened up organizational space between what one director actually does vis-à-vis another.

The particular focus of empirical attention in this paper is on the role of the company secretary in the UK listed public company. Always present in the governance arena of public companies, but hitherto largely ignored in the governance research, the company secretary is, like the company director, a legal officer of the company, but whose role as chief administrator to the board and company is distinct from that of a director, yet in close proximity to and inextricably linked to the work of the board and its incumbent directors. On this premise, rests the core interest of the paper in examining the role of the company secretary in respect of the development of the governance space, a social space that is more than the physical materiality of the boardroom and which is always under ‘relational construction’ (Massey, 2005, p. 101).

The inner workings of boards are largely invisible to all except those actually participating on boards. Access to study the functioning of boards is an ongoing challenge for researchers in the field. Meeting this challenge, empirical material has been collected through interviews and meetings with company secretaries, directors and regulators in and of FTSE corporations in the UK. Study findings reveal the potential for company secretaries to construct their role in ways that develop the governance space. This accomplishment occurs as company secretaries perform as boundary spanners and governance change agents, very close to the board and its various constituents, 'walking' the organizationally mapped lines, and 'working' the spaces between them, with will and skill to develop director relationships and board effectiveness. To our knowledge, this is the first study to show the company secretary as the chief of staff, the 'aide de chef', in this governance effect.

The paper exemplifies and advances calls for 'space to be acknowledged as a key dynamic in understanding management and organizations' (Taylor and Spicer, 2007, p. 341). This consideration of the role, work and observations of the company secretary, as the consummate governance officer of the organization, illuminates the spacing and spatial practices that take place in and around the boardroom. The study shows that space matters, and attention to the governance space in all its facets, physical, social and psychological, is a particularly poignant and significant consideration, in the context of increased and increasing board and governance scrutiny, post the general financial crisis.

The crisis raised important 'systemic' questions of governance, and prescriptive regulation on an international scale by way of governance codes and principles-based guidance, that work on distinctions between types of boards, such as 'unitary board' in the UK, and between types of directors such as 'executives' and 'non-executives'. While the regulatory mandates and guidance go some considerable way to laying down general principles for the organizational boundaries and spaces that define the distance and proximity between, and the role and the relationships of these various corporate directors, it is, we suggest, the local performance of these board roles, the relationships and behaviors on and around the boundaries inside and outside of the boardroom, that determines the quality of boards and their corporate governance effectiveness. It is the 'lived experience' of these organizational spaces that has the potential to significantly influence the performance effect of the board, and so the firm. While reporting lines and role definitions can be 'mapped' in diagrammatic form, and often appear as such in a company's public documents, the study shows that these surface-like definitions of organizational space are constantly in the process of creation and re-creation, they are disconnected and altered by the re-shuffling, the arrival and departure, and the construction and de-construction of the relations of the corporate actors in this arena by way of a 'dynamic simultaneity' (Massey, 2005, p. 107).

The remainder of the paper is organized as follows. The next section introduces the theoretical framework for the study drawing on a developing literature about the spatial turn in organizational studies. These ideas are augmented by a distinct but complementary set of ideas from literature about boundary spanning and change agents. Thereafter, these theoretical interests are also situated alongside questions of corporate governance. Here we introduce boards as a key mechanism of corporate governance and engage with the enduring concern with board effectiveness. The second half of the paper describes the research study, and findings are then presented, discussed and conclusions drawn.

THEORETICAL FRAMEWORK

The Spatial Turn in Organizational Research

The analysis of organizational space, until relatively recently, had, as its primary focus, the physical description of the organizational entity, and this has been the context for many and varied studies (Hatch 1987; Oldham and Brass 1979; Allen 1977). It is the arrangement of the built and physical environment, without reference to which, many or most organizations, as we perceive and consider them, would not exist (Dale and Burrell, 2008). Emphasis has been placed on the 'cold calculation' of the conceived space in the analysis and determination of various aspects of organizational activity, the 'organizational everyday' (Beyes and Steyaert, 2011).

Taylor and Spicer (2007) recognize the trend and encourage investigation of how spaces are 'practised, planned and imagined' (Taylor and Spicer, 2007, p. 325). This 'spatial turn' in organizational research – viewing both space and spatiality (Soja, 1989), explores 'not things in space but space itself, with a view to uncovering the social relationships embedded in it' (Lefebvre, 1991:88). The concept of 'the social production of space' connects spatial materiality to the ways in which space is lived and experienced (Dale, 2005), and encourages the incorporation of both physical and social factors in research of organizational space (Watkins, 2005; Spicer, 2006; Zhang et al., 2008; Tyler and Cohen, 2010). Furthermore, Beyes and Steyaert (2011) have called for a wider interpretation of Lefebvre's work, on the basis that organizations are considered 'performative and processual', advocating that scholarly work on organizational space concentrate on the 'performative practices of spacing' (Beyes and Steyaert, 2011, p.47).

Also we are mindful of Spicer (2006), to identify not just the level of analysis that we as researchers create, but the level(s) of analysis and action which the actor (s), the subject of study and examination themselves use and describe. Thus, our analysis of the development of the governance space is supported through an application of Massey's view (2005) of spatial considerations, which suggests that the significance lays in 'not [in] the spatial form' but the 'relations through which space is constructed' (Massey, 2005, p. 101). Space is always under construction, it is 'always in the process of being made' (Massey, 2005, p. 9) in relations and practices of engagement. Space is not absolute; it is continually changing, as processes create new spaces of action and interaction (Lefebvre, 1991). The production and reproduction of space is therefore unpredictable, and subject to ongoing variation. As the various constituents of the organization engage and interact, distinct boundaries are demarcated and spaces between them emerge in a dynamic process that inevitably fluctuates and changes around periods of stability, as the interaction takes place. Spaces and boundaries are in fact co-constitutive, and therefore imply each other. They are established and evolve through relationships that are developed, played out, at, on and around boundaries (Massey, 2005; Soja, 1996; Lefebvre, 1991). The next section develops the discussion about space with particular attention to boundaries and performativity.

Activities, Skills and Potentials of Boundary Spanners

Boundaries in the basic sense are a demarcation that mark the limits of an area, which may include, for example, knowledge, tasks, hierarchical, social, relational, and of course, temporal/spatial boundaries (Carlile, 2002; Ferlie et al., 2005; Levina and Vaast, 2008; Orlikowski, 2002). Hsiao et al (2012) describe boundaries as ‘social objects shaped by spatial locations, personal identification, patterns of interactions, and legally defined distribution of rights and obligations’, (Hsiao et al, 2012, p 464).

Diamond et al (2002), identified a common metaphor, the ‘organizational silo’, to describe organizational participants’ experience and perception of boundaries. Participants in this study described their personal and interpersonal engagements at work as often ‘fragmented and constrained’. In later work, Diamond et al (2004), suggest that for the individual or the collective to ‘break out of and transcend this silo-mentality and its manifestation in organizational silos – fragmented strategies, structures and human relations at work’, then we must not overlook the sensate, the social and psychological meaning and functions of boundaries. Boundaries exhibit the spatial features discussed above, and while these sensate boundaries are perhaps not so obvious, like standing in a glass cylinder (Diamond et al, 2004), there is still the potential that mobility can be restricted, both physically and mentally. Boundaries do not always exhibit the ‘concrete qualities that are created and modified by management’, and may exist in the mind ‘in a manner that is created and shared by others’ (Diamond et al 2004, p. 37).

Contrasting observations are made in the literature regarding the possibilities and performativity of boundary spanners. One the one hand, the literature suggests that formal job functions, titles and descriptions can constrain boundary spanner behavior (Zhang et al., 2011). On the other hand, job functions and roles are often subject to interpretation, and are indeed ‘shaped by the individuals performing the functions’ (Zhang et al., 2011; Perrone et al., 2003), so much so, that the performance and boundary activities of people operating at or on the peripheral of organizational boundaries can be crucial in ensuring the effective performance of the organization (Lyonski et al, 1992). Boundary spanners, in the organizationally relevant tasks they perform, can facilitate a productive communication and integration of activities across boundaries, enabling exchange between the organization and the external environment in which it operates, but also, a productive exchange between the organization's internal units and constituent parts (Leifer and Delbecq, 1978).

Within the literature there are three major boundary-spanning models, trading knowing and sharing, which are not mutually exclusive (Hsiao et al, 2012). The 'trading model' with knowledge as its object, involves an exchange and coordination across functional boundaries which afford cross boundary learning to take place (Boland et al., 2007; Galison, 1999; Kellogg et al., 2006). The 'knowing model' of boundary spanning attends to practices that are often situated in collective actions in specific occupational communities, and illustrates a cross-boundary collaboration process geared to problem-solving (Hsiao et al., 2012). The 'sharing model' involves transferring, translating and transforming practices (Bechky, 2003; Carlile, 2002; 2004; Swan et al., 2007), and involves collaboration across boundaries by experts able to communicate and work with ambiguous meanings. As experts in the performance of this boundary work therefore, boundary spanners transform their practices 'in local settings and accommodate multiple parties' interests' (Hsiao et al., 2012).

Most researchers in this field do tend to emphasize the importance of the 'sharing' function of the boundary spanner, identifying the importance of the role in terms of the processing of information. Yagi and Kleinberg (2011) note that a role occupant does not simply transmit factual information but must filter, summarize, interpret, draw inferences from, store and selectively act on information. This requires a good understanding of the business environment in which an organization operates, as well as the socio-cultural, economic and political influences on that environment (Johnson and Duxbury, 2010). Also it is critical that having summarized and interpreted information, the boundary spanner must ensure that it is then shared. Information must therefore be efficiently processed and distributed, and Aldrich and Herker (1977) make the observation that 'expertise in summarizing and interpreting information may be as important to organizational success as determining who gets what information...' (1977:p.210).

The requisite behavioral skills for the boundary spanner include those of the 'reticulist' (Williams, 2002), who cultivates inter-personal relationships, 'bridging interests' and developing trusting relations (Webb, 1991). Williams quotes Sydow (1998, p.31) who made the observation, 'trust is thought to be a more appropriate mechanism for controlling organizational life than hierarchical power'. Trevillion (1991, p.51) describes the boundary spanner as a cultural broker, an actor who is able to engage well with others, and who displays the requisite relational and interpersonal competencies, being 'personable, respectful, reliable, tolerant, diplomatic, caring and committed' (Williams, 2002, p. 110). Interestingly, Faitlough (1994) refers to these competencies as '...an impossible string of virtues'.

Change agent is another role attributed to boundary spanners (Leifer and Delbecq, 1978; Bolan, 1971; Fliegel and Kivlin, 1971; Bennis, 1966). Here the boundary spanner is seen as an advocate of change, an organizational actor with a responsibility for changing attitudes, perceptions and values of other organizational members. Battilana and

Casciaro (2012) describe change implementation within an organization ‘as an exercise in social influence’ (Battilana and Casciaro, 2012, p. 381). This identification of the social character of the boundary spanner’s influence connects with the argument that it is the boundary spanner’s informal positions in organizational networks that affect the ability to implement and manage change (Gargiulo, 1993; Ibarra, 1993; Brass, 1984; Brass and Burkhardt, 1993). Ibarra (1993) suggests an actor’s centrality in networks increases the likelihood of effecting change management. For Battilana and Casciaro (2012) structural holes provide brokerage opportunities for the change agent. The idea of brokerage speaks to how influence in organizations involves structural power sources being mobilized into influence through relationships (Brass and Burkhardt, 1993). The next section relates these theoretical interests to the study of boards of directors.

Boards of Directors and Spatial Considerations

Boards of directors are considered to be an important mechanism of corporate governance inside the firm and drawing on competing theoretical perspectives a large literature has developed about board tasks of control, service and strategy (Boyd et al., 2011). The ability of boards to perform these tasks has long been called into question and the financial crisis is the latest instance to underline a persistent concern around boards and corporate governance (MacAvoy and Millstein, 2003). Throughout the 1970’s and 80’s boards came to be seen as dominated by management fuelling the control-oriented aspirations of agency theorists, demanding boards exercise oversight over those they are meant to govern. Engaging with agency theory as a theory of power applied to boards, Pettigrew and McNulty (1995) understood board power and its expression (influence) in and around the boardroom as a ‘structural and relational phenomenon that is ‘generated, maintained and lost in the context of relationships’ (Pettigrew and McNulty, 1995: 851). Finding power dynamics to vary between boards they differentiated between minimalist and maximalist boards; minimalist board cultures being those with conditions that severely restrict the involvement of the board and its incumbent non-executive directors on the affairs of the firm. By contrast, a maximalist board culture is one where non-executives actively contribute to dialogue within the board and build their organizational awareness and influence through contacts with executive directors, managers and other non-executives beyond the boardroom (McNulty and Pettigrew, 1999; Pettigrew and McNulty, 1995).

Though still dominated by agency theory and aspirations for board control, the field of research on boards is developing in the direction of a better understanding of a range of board tasks and behavioral conditions associated with board effectiveness. A theoretically plural view of board tasks sees boards as having two primary functions – governance and performance – the latter through strategy development, the former through executive supervision (Hillman and Dalziel, 2003). Increasingly the accomplishment of these functions is seen as conditioned by board structure, composition but determined by the actual conduct of the non-executive, vis-à-vis the executive directors. Roberts et al (2005) identify how boards that create a form of accountability which serves both governance and performance do so through a board behavioral dynamic characterized by non-executive directors being: independent but engaged in the business; understanding and knowledgeable about the business but not so close as to make the mistake of stepping into the executive role; sufficiently close to executives to develop relationships which afford them opportunities to contribute but not so close as to impede the necessity for non-executives to challenge executives about what they have done and what they are planning to do in the name of the business. Similarly, Forbes and Milliken, (1999) model of boards as strategic decision-making also attends to the relational dynamics between board members focusing attention on social and psychological processes of boards and implications for decision processes and outcomes. The importance and significance of space and spatiality in the subtle yet difficult challenges of building and maintaining relationships between constituents to the board is implicit rather than explicit in these works. It is timely to augment these behavioral studies with a more explicit socio-spatial perspective to develop fuller understanding of relations of involvement and distance, as well as collaboration and control between directors (Westphal and Bednar, 2005; Roberts et al, 2005; Sandramurthy & Lewis, 2003).

Spatiality is also implicit in regulators' approach to developing better boards, pre and post the financial crisis. Across the globe codifying principles of good practice for boards (Aguilera and Cuervo-Cazurra, 2009; 2004) attempt to redefine and reorder relations of authority and power between management, boards and their incumbent directors, and investors (Courpasson et al, 2008). A striking feature of this regulatory attention is the custom and practice, in many domains, to draw distinctions between the work of inside and outside directors, and between chairman and chief executive. Prescriptive regulation on an international scale by way of governance codes and principles-based guidance have significantly opened up the organizational spaces between what one director actually does vis-à-vis another, in practice. In the UK, further governance reforms on the role of the non-executive, and more recently, the enhanced role of the chair under the Code, have encouraged a re-adjustment in the governance relations between the executive and non-executive, and between the chair and the chief executive officers. The increasing emphasis on the role of the non-executive, both as a monitor and contributor to strategic development, and the encouragement of a strengthened chair function, is of particular significance for this study, as it has considerably increased the potential for the company secretary to help to develop a reliable and durable governance space from within which the chair can lead, and non-executives can supervise and perform.

The office of company secretary is statutorily-mandated for the listed public company, pursuant to section 271 of the Companies Act (2006), and perhaps more significantly, the Code requires that the secretary is to be appointed, and can only be removed by the board itself (see Code provision B.5.2) The executive management cannot not therefore hire or, more importantly, fire the secretary. By association with the chair, regulation is clearly elevating the role of the secretary, in his or her support of the chair. In addition there is also a regulatory responsibility for information flows to the board, and director induction and professional development (see, the Code Supporting Principle B.5).

Seemingly, the role and profile of the company secretary as a backstage administrator is moving more into the public glare of good governance process, hence this study's focus on company secretaries, an office hitherto largely neglected in the research on boards. Guided by the theoretical issues discussed above the study is particularly concerned with questions about the potential for company secretaries to influence governance through their location and relationships vis-à-vis executive and non-executive constituents of the board. While regulatory mandates and guidance identify principles for the role and the relationships of corporate actors, this research analyzes the local performance of these roles, the relationships and behaviors on and around the boundaries of the governance space that determine the quality of boards and corporate governance. The next section of the paper explains the methods of data collection and analysis used for the study.

RESEARCH STUDY

Data presented in this paper were collected through 21 interviews and three group meetings over a two-year period from November 2010 to December 2012. Overall 49 persons participated in the study including: 29 company secretaries, three who "double-hatted" by also performing other executive roles such as finance director, which we found to be the case in some smaller FTSE companies or legal counsel as was the case in a large FTSE company; 7 company directors including 2 chairman, one CEO, two finance directors; a director of risk, a non-executive director; 8 officers of a professional institute for company secretaries in the UK, the Institute of Chartered Secretaries (ICSA hereafter) several of whom are professionally qualified company secretaries; and 5 persons with related roles in and around boardrooms, for example, a company secretary working for a national regulatory body, and consultants with company secretarial backgrounds who provide either company secretarial services for a range of smaller and medium size private companies or board development services. This variety of respondent has helped to reveal the varied nature of role construction and performance discussed within the findings section later in the paper.

Study participants work in a range of UK publicly listed companies across a range of company size and industry. Of the 21 interviews conducted, there were even numbers of interviews conducted with company secretaries and directors across the three categories of: FTSE 100 companies (market capitalization ranging £80bn to £3bn); FTSE 350 companies (market capitalization ranging £2.5bn to £1.8bn); and listed companies outside the FTSE350. Participants were also drawn from a wide range of product and industry sectors including: mining; pharmaceuticals; construction; telecommunications; banking; insurance; property; clothing and food retailing.

Access to the sample was facilitated through ICSA, particularly a regular meeting forum for professional members of the institute. Three meetings of the meetings involving seventy-four participants over the three meetings (some individuals attended all three meetings), and including some of those interviewed, afforded an opportunity to discuss emerging research themes, categories and findings. The first meeting in July 2010 involving 26 persons enabled the researchers to introduce the aim and main questions for the study. This meeting served to gather initial data, refine the focus of the study and initiate access. In keeping with a qualitative research process that involves processes of feeding back for reliability, the second meeting, ten months later involved the researchers presenting to 20 members of the forum after an initial phase of interviews. The meeting provided an opportunity to present initial findings and develop the next phase of interviewing. The third meeting was a formal presentation by the researchers in December 2012, to 28 members of the forum. This was an occasion to present data and test arguments that are presented in the paper.

Additionally, the study comprised twenty-one semi-structured in-depth interviews were conducted with 14 company secretaries and 7 directors of FTSE companies, including chairmen, chief executives, finance directors and non-executive directors. Accessed with the help of ICSA and the Association of Chartered Certified Accountants (ACCA), the interviews lasted between one and two hours. A semi-structured interview schedule (appendix 1) was used as guidance but the discussions were free-flowing conversations, in which the interviewee was encouraged to expand upon topics of particular interest or relevance to the role of the company secretary in UK listed public company, and their own role in their particular organization. The interviews were taped and transcribed, and any additional field notes were written down after each interview. Data were also collected through use of publicly available corporate information about governance issues at firm level.

The first step in the analysis of empirical material was to enter interview transcripts and meeting notes in NVivo as ‘sources’. We combed the notes and transcripts, identifying words, phrases, terms and descriptions used by our participants to describe the role, performance and governance potential of the company secretary. Thereafter data were coded through several steps of analysis to develop emerging categories and themes. The second step of our analysis involved looking for codes across our interviews that could be collapsed into higher-level nodes, for example, comments on the traditional and historical role of the company secretary. While trying to retain the language and terminology used by study participants, we refined these to produce a set of first order categories (Figure 1). A third step of our analysis looked for links across our first order categories that enabled us to develop these into theoretically distinct groupings. We moved iteratively between our first order categories and emerging patterns in our data until conceptual themes began to develop (Eisenhardt, 1989) to form second order categories, for example, pertaining to 'role construction' and 'walking organizational lines and working the spaces' which, in turn, informed the aggregate dimension of 'developing the governance space'.

Through several iterations both authors assessed each other's coding and discussed the categories, codes and themes until we had reached a high level of coding agreement and our theoretical dimensions had fully evolved. The meetings with study participants were also an important check for reliability and validity of the coding, meanings and interpretations developed from empirical material. Figure 1 illustrates our final data structure and shows the emergent categories and themes from which we developed our findings.

STUDY FINDINGS

Through empirical material, we have come to appreciate the dimensions and dynamics of the unique position occupied by the company secretary in and around the boardrooms of the UK listed public company, and the complexities and subtleties of the role performed within this organizational space through its construction. As a legal officer of the company, statute and regulatory codes afford all company secretaries a position in and around the boardroom, but that is not to suggest that all secretaries perform their role in the same way or with equal effect. Notwithstanding the formal office, the study identified variation amongst company secretaries and directors about their place in and contribution to board affairs. Working from this overall observation, with its variations, findings presented below identify the performance of this role, with a particular emphasis on the potentials for those who act solely as company secretaries, hence not “double-hatting” as referred to above, to develop the governance space and effectiveness of boards. Figure 1, demonstrates the conceptual structure of our data and findings.

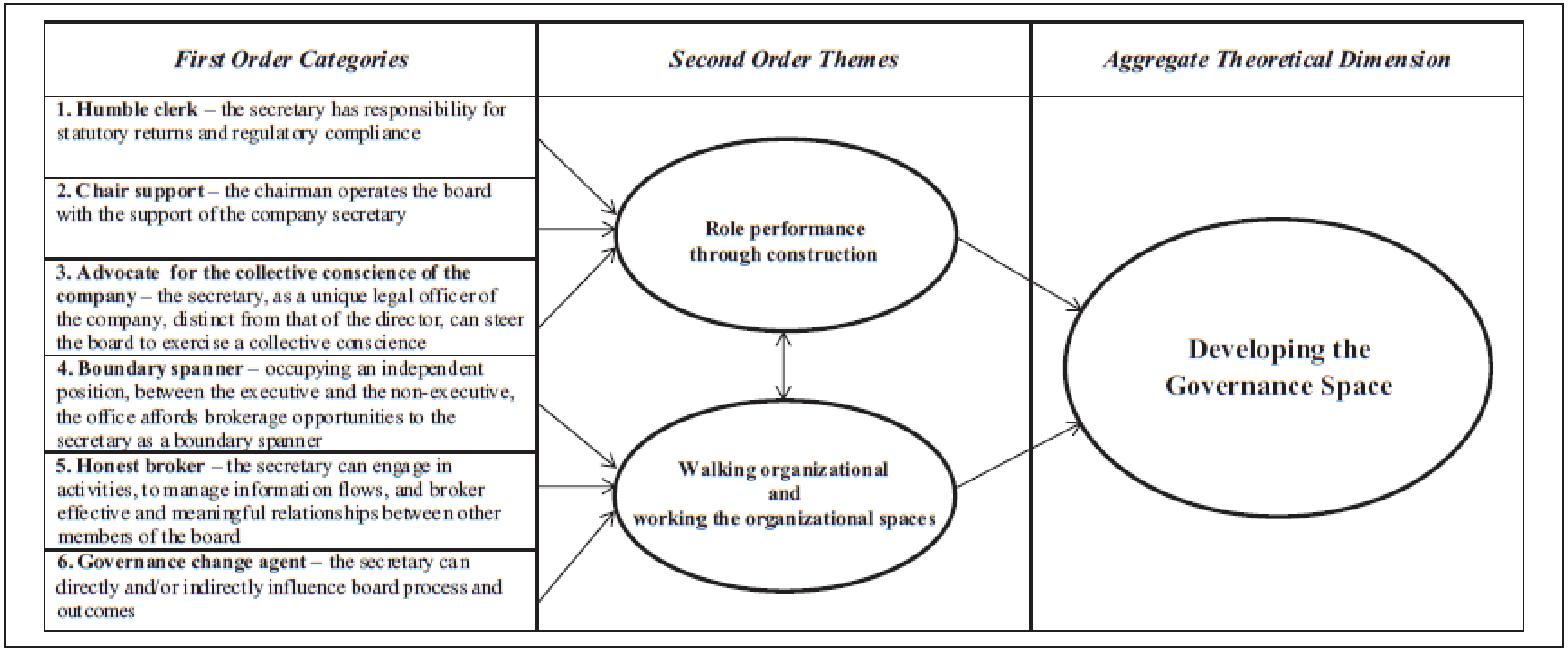

Figure 1. Developing the Governance Space: Related Categories and Themes

Concentrating first on ‘role performance through construction’, we developed three broad abstractions of the wider role performed by this officer: the humble clerk; the chair support; and the advocate for the collective conscience of the company. These descriptions of role construction and performance convey something of the variety, the layered and multi-dimensional possibilities of the company secretary role as it is being constructed and performed in leading corporations. With access to, and indeed a regulatory responsibility for information flows to, from and around the board, the company secretary operates on the boundaries between the executive and non-executive, as a conduit, a filter and supervisor of the information that comes from the executive to the board. Secretaries are involved in the amount, the style, the content and the timing of that information, to varying and lesser degrees of course. The potential influence of this office is really brought to life as a competent boundary spanner, developing relationships *with* the significant corporate actors, in and around the boardroom, and *between them*. With reference to ‘walking organizational lines and working the organizational spaces’ between them, and using Figure 1, we explore how the role of company secretary is performed and constructed in, on and along the organizational lines that demarcate the boundaries between the varied and various constituencies of the UK listed plc board, and, in the organizational spaces implied by those boundaries. These spaces are dynamic, organizationally idiosyncratic, and within, on and around the spatial boundaries, the secretary can take advantage of the brokerage opportunities afforded through their own competent boundary spanning activity to become a governance change agent, displaying the potential to develop the governance space in and around the boardroom in ways that are consequential for board effectiveness and corporate governance.

Role performance through construction: Beyond the humble clerk to advocate for the collective conscience of the company.

The Humble Clerk: Traditionally the role of the company secretary in the public company has comprised a clerical and administrative function, attending to statutory filings of company returns, and ensuring compliance with the regulatory governance requirements. The secretary is also however responsible for the administration of the board meeting: that is, the organization of the board calendar; the timetable of meetings; board agenda-setting; preparation of board and board sub-committee papers. Company secretaries also attend board and committee meetings, present on governance and compliance matters, and of course, are responsible for the board minute.

Acting in this administrative capacity affords company secretaries the potential to exert a considerable degree of influence and control over the physical and temporal setting of the board meeting, the physical and material dimensions of the governance space. This is not a trivial matter: the timing of meetings can be critical to the effective board meeting; and to ensuring that the board is meeting with the latest reports and financials available, is not disenfranchised and working with inadequate information. How much time is devoted to each of the items, how much 'air-space' a director gets, and where he or she sits in relation to others, are often matters organized by the secretary working in advance with the chairman of the board. In this physical and temporal ordering of the space inside the boardroom, the 'organizational everyday' (Beyes and Steyaert, 2012) of the boardroom can be seen to be very much within the secretaries sphere of influence. A number of company secretaries considered this aspect of the role to be where they created the ‘biggest *impact’* on the development of the governance space:

‘…the biggest impact is creating…structuring…the timing of the meetings, making sure you have the right meeting at the right time…[to] make sure that the meeting works for everybody, [because] there’s no point in having meetings that …disenfranchise half the board’.

Through the physical ordering of the board and its meetings we see the secretary shaping patterns of conduct and interaction and efficiency of the board process. These physical, structural manifestations of distance and proximity - what is to be discussed, by whom, for how long, from which seat, and informed by what papers – may be shaped by and may influence and facilitate the relations underlying the board process. One secretary spoke about seating plans for example, in these terms:

‘…changing seating patterns … made for a less adversarial debate between execs and non-execs and started a series of other subtle changes…’

This aspect of role performance is also related to how company chairmen exercise their leadership of the board. The secretary’s support of the chair opens up another critical aspect of company secretary role construction and performance.

Chair Support: The potentials for the ‘*behind the scenes’* administrative function to materially affect the board and wider governance process has increased through the secretary’s regulatory remit made explicit in the Code to be of particular support to the non-executive board, but more specifically, the non-executive chairman. One of the most fundamental reforms of boards in the last twenty years has been the separation of the roles of chief executive and company chairman designed to dilute the unfettered effects of power concentration at the top of firms (Cadbury, 1992). In our meetings with the ICSA forum, the enhanced role of the chair, and the secretary in support was identified as a significant point for discussion, and one secretary summarized the significance of this line of governance reform by saying that board behavior is determined by the standard set by the chairman, and that this is therefore at the forefront of what in fact goes on in, at and around the board decision-making process. The chair support role was considered by participants therefore to be a hugely significant part of the secretarial function. As one participant, a chairman himself observed, *' a chairman runs the board'* and a number of secretaries described the chair 'support role' in active terms, such as '*steering*' the chairman through the governance process, and making sure the chairman '*...is a strong chairman in terms of governance...[his] own man when it comes to running the board...'* .

As to the importance of this function, and the governance contribution inherent within it, one participant, an executive director summarized it in this way:

'...ultimately…the effectiveness of the board does come down to how the chairman operates the board…[and] actually, the chairman needs the support of the secretary to do that'.

Another secretary described how he would achieve this:

'…if [the board is] heading in the wrong direction…we don't have a degree of harmony, then ultimately it's the chairman who's got to sort it out, that's the chairman's role, and I'm there to act as the chairman's eyes and ears to see what's going on.

The secretary can also be seen acting as the chairman's '*confidante*':

'…[there is]…a special relationship…between the chairman and the company secretary, because sometimes, the chairman will use you as a sounding board for the discussion he or she might subsequently want to have with the chief executive or with the rest of the board, or with the CFO. When being used as a sounding board…it's quite a privileged role... because you are trusted and you are intimately associated with, and involved in discussions of the greatest sensitivity to the company, and of considerable significance to the company as well'

It is this privileged relationship that gives the secretary, as one secretary said, '*the ability to influence how a chairman thinks*'.

Discussions around this particular abstraction of the role reveal significant variation from company to company in the position the secretary occupies. Some are very close to the chairman and emerged in all the board does; while others operate at the margins of it, and this in part, can account for variations in our empirical material around this role abstraction. A secretary summarized this variation as follows:

'Company chairmen vary dramatically over what they believe is the role of the company secretary and some of them will treat the company secretary as being the key driver in ensuring that the board is operating as it should and therefore will involve the company

secretary in absolutely everything. Nothing at all bar the company secretary's own remuneration is off-limits, they wouldn't dream of having a meeting that involves directors without the company secretary being in attendance for it. Other chairmen take a different view… So it varies quite dramatically as to what individual chairmen and individual boards want from their company secretary'.

In the third and final abstraction of the role we consider the role the secretary has to play in relation to developing the 'conscience of the company', and indeed this was a common descriptor of the role by a number our participants.

*Advocate of the Collective Conscience of the Company***:** Both directors and secretaries referred to the secretary in this capacity, the secretary acting as the *'conscience of the company'*, in the sense that they assume a responsibility, as a legal officer of the company, and its chief compliance officer, to ensure a real and meaningful compliance with the actual substance, as well as the appearance, of legal and regulatory requirements. An executive director made the following observation:

'…[the] secretary … tend[s] to be the conscience of the company… responsible for…raising things if they should be raised and they're being ignored…'

In this way, some secretaries can be seen to steer the board to exercise what is termed here as a 'collective conscience'. The empirical material does not support the claim that all company secretaries do this, or indeed that it is only the company secretary who can. Indeed, as one participant, a non-executive director remarked, *'it could be done by somebody other than the company secretary'*, but our findings do suggest that the unique legal office and position of the secretary in and around the boardroom, perhaps enables this officer to perform the role more easily. As one secretary observed, the secretary '*has the license to say what is right or wrong, in a way that others in and around the boardroom perhaps may not'*.

This conscience role, it is said is becoming increasingly important in the wake of corporate scandals and financial crises, and the governance challenges and exposures that were thrown up by these events over the last twenty years. So while the secretary certainly influences governance process in terms of the compliance with the governance regulations, again we see, as the advocate of the collective conscience of the company, company secretaries can also be seen to be exerting influence on the actual outcome of board deliberations. Secretaries seem to be saying:

'…now actually this is what we need to do and we shouldn't deviate from that. Because it's not just something we're going to write about in the Annual Report, it is actually the right way of doing it, and you know if we link that to a quality process, we will get to the right result'

This we suggest sees some company secretaries, developing a valuable governance space around and through the board process, galvanizing their boards to exercise a collective conscience *to do* 'the right thing', as well as just being *seen to do* so. In other words, ensuring that the approach to corporate governance is substantial and not superficial and not simply for appearance.

These three broad role abstractions begin to identify the key features of the role performed by the company secretary, and the character of the governance space developed as the secretary goes about the performance of the role through its construction. The next section explores how secretaries can develop their role within the set of board relationships in a way that affords significant opportunities to the secretary as a boundary spanner, 'walking the organizational lines and working the spaces' between them

Walking the organizational lines and working the organizational spaces

*Boundary Spanner***:** Accounting for variation in our data, wherever the secretary is positioned in the set of relationships at board level, company secretaries can enable exchange between the board actors and constituents across the inter-organizational boundaries that connect the governance space.

Company secretaries and directors frequently described an independent, in the sense of impartial middle ground, in the midst of board relationships, as a space where the secretary may '*sit between the chairman and the CEO'*, and *'between the executive and the non-executive'*. Independence here means that they are not (usually) directors or members of the executive team, but again, as we have suggested above, we did discover variation. In some organizations, the role of the secretary is insulated from the executive, protected from the rigors of the business, '*... not polluted with commerce'*, as one secretary observed. It was a point of debate in meetings with all participants in the study as to how close the relationship of company secretaries to executives should be. The overriding sense, however, was that the secretariat function requires impartiality, and the secretary must not become partisan in the politics that may exist between the executive and the non-executive communities. It is this impartiality that can serve as a resource to lend the internal reputation and credibility to broker relations at '*the interface'* between constituent parties to the board. As one secretary described it '*... you're with the [non-executive] board but you're not of them... you act... at the interface...'* , and another warned *'the minute you go one side or the other you're dead, your credibility is finished'.* The secretary is operating on the boundaries, somewhere between the executive and the non-executive, *'running with the fox and the hounds…you are in the great divide, and sometimes the divide is not that great'.* A non-executive director described the way in which '*company secretaries…are…or can be, in the best situations, the pivot around which all this rotates…a sort of go between…between the execs and the non-execs…'.*

As a competent boundary spanner, however, it is vital for the secretary to have both '*the trust of the executive team'*, as well as that of the non-executive. As one secretary said:

'…it works both ways round, because I would… be advising the executive on how to place things so that they actually stand the best chance of getting whatever it is approved, agreed, supported, endorsed etc. So...it's about that integrity, it's not about equal treatment, it's about fair treatment… I'm not favoring one side over the other but I'm favoring the company over both.'

To the chairman and non-executives, the secretary, as a boundary spanner, is described as '*the sounding board'*, working less on trust at this interface, but more on facilitating the non-executive effectiveness in the monitoring and performance functions. So, while the secretary may not be a part of the executive, as a boundary spanner they are *'absolutely* *surrounded by everything that is going on'* and so can give some kind of *'flavor'* back to the non-executive in terms of the executive activities and vice versa.

One secretary described how the non-executives would '*ring up… and say things like… " what's the background to this?" ... [the company secretary] is a sort of sounding board to see whether this is right, or what's gone wrong behind the scenes that they haven't heard about, and that sort of thing… the wise friend to the board, and that doesn't have any concrete stuff, it doesn't have a report as an output or minutes or anything like that.'*

So it is critical the secretary develops productive and meaningful relationships with all of the significant actors in and around the boardroom, to be able to perform this boundary spanning function competently and to best governance effect. While most interviewees considered the relationship with the chair to be perhaps the most critical, the relationship with the chief executive, *'a very senior colleague'* was also considered important. To have the trust of the executive team generally, is essential if the secretary is to be able to give a flavor of the executive activity back to the non-executive board. A good working relationship with the senior independent director, where there is one, is important, by virtue of the role that the non-executive director plays in chairing sub-committees to do with, for example, succession planning and board appointment matters.

But it is not only the individual relationships the secretary enjoys, *with* the significant actors in and around the boardroom, but also the role the secretary plays as a boundary spanner, brokering effective and meaningful relationships *between* them that is so vitally important to the effective performance of this role and developing the right governance space.

Honest broker: One secretary described the relationships brokering function in these terms:

'[I act] as a kind of go between, between the executive, the non-exec, the chairman, making sure that... everybody's interests are being represented and fairly…properly surfaced. The secretary is seen as independent in that they're not necessarily connected with the executive and they're not members of the board, but they're honest brokers in a sense'.

A non-executive director also referred to the secretary in this capacity as a 'go-between'. Another secretary went so far as to describe his role as one of *'relationship management'*:

'*…building effective and meaningful relationships, not just for your own benefit, but also as between other members of the board…getting the best possible value from all members of the board…'.*The secretary '*helps manage and influence the various relationships'*, and as another secretary remarked *'the company secretary has to build relationships, because it is ultimately a role of influence'.*

A non-executive director observed that '*increasingly…company secretaries are seeing it as their job to be a sort of liaison person…to make sure that the board runs smoothly'*, and a secretary described how '*…you have to be in the middle and you have to be trusted, and you have to have demonstrated that you are effective in smoothing the path, in alerting people to when potential issues are coming up.*

The other very significant brokerage opportunity the secretary is afforded relates to information. In his capacity as board administrator, the secretary has the responsibility '*to* *make sure the right information gets to the right person at the right time'*, and positioned between the executive and the non-executive, the secretary is the conduit for information flows around the board constituents. Surrounded by everything that is going on in the executive activity, it is for the secretary to filter and summarize the information that flows to the non-executives. The secretary often has the responsibility for the preparation and circulation of board papers, and as was discussed in our meetings with the ICSA forum, as non-executives have become more involved in strategic issues, there is now much more demand for information, and a demand for better information. As one participant remarked about the board process '…*death by slide show is coming to an end'*.

Secretaries described this informational responsibility in the role in the following terms:

'… all board papers, I see them before they go out and if there's something that's not covered or it's not covered appropriately then I'll whack it back... and say "well I think you should be saying this, please add that"etcetera, etcetera'.

'…our role…I liken… to a gatekeeper to the board, to help manage…the flow of information, but more importantly to help to put it into context so particularly external directors can make sense of what they're receiving. So, it's not a sort of data call…it's a self-assembly job, that it's actually clear why they're receiving information and how relevant it is, to what it's relevant, what may be missing, how up to date, how timely that information is and how it relates to the matter in hand, and what it may have related to that they've seen or discussed previously'

Discussing the skills to operate on these boundaries brokering relationships, secretaries described these as *'… the sort of soft skills which are very difficult to document, very difficult to write…' and '…the usual adages of…tact, discretion, nous, political astuteness and awareness, scrupulous accuracy and efficiency, integrity, professionalism…all those lovely words can be thrown into the pot.'* The significance of these skills to the board was emphasized by one secretary who commented that:

'…I find the behavior changes, modifies, according to who it is you are actually talking to at any one point in time, simply because the skill that you bring to the table is one that teases out the best possibility of contribution from the individual concerned…the playing out [of these] behavioral skills…are absolutely key to the effective working of the board'.

Interestingly, in our meetings with the ICSA forum, again, a common theme around the wider regulatory scrutiny of governance lead one participant to remark that for the company secretary, this meant you had a *'tougher line to tread…a challenge, a need to develop more skills, more diplomacy, and be more careful'.*

So, acting as a boundary spanner, ensuring the quality and timing of information flows, building relationships and relationship managing the board, the secretary can be seen to develop the governance space, influencing the attitudes, perceptions and the governance contributions of the significant actors in and around the boardroom. This sees the secretary acting as a governance change agent.

Governance change agent: According to a number of our participant secretaries, much depends on the *'individual personality of the company secretary'.* We took this comment to mean that, it is, to a large extent, the will and the skill of the individual to mobilize and exploit these boundary spanning and brokerage opportunities to influence the governance of the firm by developing a healthy governance space within and around the boardroom. It is according to one secretary, *'down to the individual quite frankly, as to how far you want to push things'*, while another said that, this is a matter of *'influencing, interfering, whatever, 'til someone fires you or tells you to back off'*. Not all secretaries we interviewed expressed this will to influence, in such strong terms, but there was a characteristic to the role performance described by most interviewees, indicating that the '*value adding'* aspect to the role lay far beyond the limited clerical and compliance role. One comment by a secretary summarizes this:

'I get engaged… I play several roles, one is an observer, one is a conscience, one is to influence the debate... I get involved…so I can understand what the dynamics are, what the issues might be, and then again to help manage and influence the various relationships….part of my role as company secretary is a bit like being cabinet secretary, you're there to help oil the wheels, influence things…facilitate that overall debate as it rolls on month after month, year after year...'

In this capacity, with this will and these skills, as a competent boundary spanner, taking full advantage of the brokerage opportunities inherent in these boundary activities, this officer can become a governance change agent, walking the organizational lines between the executive and non-executive and working the spaces between them..

DISCUSSION

Through analyzing the role of the company secretary the research study provides an illustrative and novel example of the socio-spatial dynamics involved in boards as a critical yet problematic mechanism of corporate governance. Conceptualizing the role and performance of the company secretary within an organizational space framework has explanatory power in respect of, first, literature about organizational spaces and boundaries, and second, literature about change agents and board effectiveness. The discussion below gives emphasis to the performative practices of spacing and the implications for boards and corporate governance.

Contributions to Theories of Organizational Space and Boundary-Spanning

Organizational Space: Organizational space theory has undergone a ‘spatial turn’ (Soja, 1989) and shown that space is a social, relational phenomena as much as it is a physical and material one, and that it is produced and re-produced in the everyday practices of organizing (Beyes and Steyaert, 2012; Massey, 2005). Space has also been shown to exhibit a social and psychological dimension, as well as the physical and temporal, all of which come together in the same moment of its production (Lefebvre, 1991; Taylor and Spicer, 2007). In this study we have sought to augment and extend this emerging literature by examining the role of the company secretary and this officer’s contribution to the development of the organizational space in and around the boardroom, which we have called the governance space. We have achieved this through an analysis of three broad abstractions of the secretarial role, and have demonstrated how the governance space is lived, experienced and developed through the iterative recurring behavior and relationships of the board and its members under the care, facilitation and management of the statutorily-mandated legal officer, the company secretary. This governance space, dependent as it is on behavior and relationships, is therefore unpredictable and ever-changing, and our study shows that the management and facilitation of those key relationships can be of critical significance to effective board process and governance. The company secretary can occupy a position of significant closeness, immediacy, and indeed even intimacy, to the board and/or its individual members, and through the performative practices of this officer, we have illustrated how the governance space can be developed and maintained.

In the physical and temporal dimension, we have demonstrated how the secretary contributes to the developing of the governance space as the ‘humble clerk’, the regulatory compliance officer and the board administrator. Performative practices of the secretary in, for example, the responsibility for statutory returns and constitutional registers and record keeping, are complemented by the physical management and conduct of the board meeting – agenda setting, timetabling, the responsibility for board papers, and then the physical conduct of the meeting, in support of the chair.

We have also seen the secretary develop the social and psychological dimensions of the governance space through the facilitation and management of relationships with, and between, the significant actors in and around the boardroom. Through this abstraction of the role, and the role in support of the chair, the practices of the secretary can be seen to ripple through the materialization and management of the power relations in and around the boardroom, the relations between the executive and non-executive constituents, the secretary seen here ‘planning’ the governance space, as well as attending to the physical and temporal practice of it (Taylor and Spicer, 2007). Through this relational production and development of space, in ‘the imagined world’ of better and more accountable boards, where power relations are managed so as to optimize the contributions of all its members, there are possibilities for the secretary to ‘tease out’ the best possible contribution from each member of the board they serve, acting with an independence and impartiality which fosters an internal credibility and reputation to broker relations between the different actors and constituents on the board.

However our specific focus on this officer allows us to extend the breadth of this social and psychological dimension of the governance space by illustrating the way in which the secretary, as the advocate for the collective conscience of the board, makes a unique contribution to its development, by helping steer the board to do ‘the right thing’ in ‘the right way’. The organization, the company, is a fictional creation of corporate law, a separate legal entity, and as such it has conferred upon it, all of the legal rights of the individual. These rights come with responsibilities, and a duty to exercise these rights in accordance with a sense of what is right and what is wrong, and just as we expect of the individual, so we expect the company, to act in good faith and with good conscience. This exercise of conscience is, we suggest, an extension of the social and psychological dimension of the governance space, which manifests and presents itself in the physical dimension, in the way in which governance is actually practiced, both in substance and appearance In the aftermath of the financial crisis, when so many firms that failed had ‘appeared’ to comply with what was considered to be good corporate governance at that time, the emphasis is shifting to regulators talking about the need for boards to demonstrate the spirit of good corporate governance and not simply compliance with codes for appearance sake.

Boundary-spanning. As observed earlier in the theoretical framework it has been shown that space and boundaries imply each other and are co-constitutive (Massey 2005, and Soja, 1996). Boundaries, it has been shown, are ‘social objects’ (Hsaio et al., 2012, p.464). They are spatial, in that they exhibit spatial features, and while some boundaries have a physical demarcation in the sense that role and offices can be quite discrete and independent, for example company secretary, director, manager, other significant organizational boundaries, such as those between executive management and the increasingly demanded ‘independent’ board of directors, may be far less obvious, and indeed may sometimes become obscure, if not blurred. Indeed, developments in the regulatory governance agenda promote and encourage these boundaries be drawn, through separate board roles and functions, and a division of power within the board.

Our study illustrates how governance principles can often manifest themselves as social and psychological boundaries through relationships and behavior. The study emphasizes the significance of these sensate and social boundaries, as well as the organizationally-mapped reporting lines, by examination of the relationships the company secretary creates and develops *with* the various board constituents, and the facilitation and management of the relationships *between* them. We illustrate how the company secretary, while walking and working these boundaries and the spaces between them, displays a mobility that in others (for example, the executive director) is perhaps restricted by the spatial demarcations of their particular office and role. This mobility creates the opportunity for the company secretary as an influential boundary spanner to help mobilize the resources of each of the board constituents, enable directors’ working relations and contributions, and so help meld the board into a more effective unitary decision-making unit.

This relational boundary work and activity of the secretary, our data suggests, best fits within the '*sharing model'* of boundary spanning, and is largely powered by the opportunities afforded to the boundary spanner to broker and manage relationships and also information. This sharing, filtering and transmission of information, around the various board constituents, affords company secretaries the possibilities to bridge day-to-day distance between directors, the organizational spaces that have opened up between what one director actually does, vis-a vis another, in practice, and perhaps even their disparate interests. The company secretary as a boundary spanner is the conduit through which the critical relationships of the boardroom are created and maintained, but is also the 'piping system' (Beechler et al., 2004) through which vital information flows to, through and around the relationships and actors that characterize and populate the boardroom. To use Williams (2002) description of the boundary spanner as a '*policy entrepreneur'*, we have accounts of company secretaries playing a central role in connecting governance problems with solutions through brokering and negotiation, for example, instances where a relationship between a chairman and chief executive had broken down and one or both parties left the company. In this context, we have seen the secretary snuggly fit within the definition of the boundary spanner as an advocate of change (Leifer and Delbecq, 1978). Spanning boundaries, displaying '*the individual and collective capacity to break out of and transcend the silo-mentality and its manifestation in organizational silos'* is where '*the essence of change, profound change in organizations'* can be seen to take place (Diamond et al., 2004, p. 48).

Contributions to Theories of Change on Boards

*Developing Board Effectiv*eness: Spanning boundaries, walking organizational lines and working the spaces between them, we have seen that company secretaries can shape and change the governance relationships of organizational members, but also governance attitudes, perceptions and expectations. The performance of this boundary spanner into an agent of governance change, has, we suggest, significant substantive implications for the governance of the firm generally by developing the governance space to enable board functioning and promote board effectiveness.

Our study identifies a significant role performed by the company secretary at the interface, on the boundaries between the executive and non-executive board members, and between the non-executive chairman and the board. If the individual is able to mobilize the power sources enjoyed through closeness to the board, privileged relationships, access to information and sources and prominence in the governance task-advice endeavor, then our study demonstrates that the individual can construct a role of considerable influence on the effectiveness of boards. Previous research has identified that boards vary considerably in terms of effectiveness, power and influence. On the one hand, there are boards that deliver the appearance of governance but not the substance, are subject to managerial hegemony and are barely involved or impactful on company matters. The financial crisis offers the most recent evidence to suggest that the image of hegemony is not simply a relic of the past and is not confined to 1970's boards (Mace, 1971). But by contrast, some boards are engaged, involved and seemingly consequential in contributing to corporate governance and performance. Such boards work from a virtuous dynamic and a deep involvement in the strategic control, choices and changes of the firm (McNulty and Pettigrew, 1999). Implied by these contrasting images of boards are very different governance spaces with very different material decisions, outcomes and effects. To our knowledge, this is the first study to show the company secretary as having this governance effect.

In terms of our broad abstractions of this role, in the first place, as the humble clerk, the board administrator – the company secretary, amongst other things, is a contributor, if not the sole author of the board agenda. The process and conduct of the board meeting and the associated meetings and social events that accompany and precede it are often within the secretary's remit. As developments in board theory and research now suggest these social and psychological aspects of board process are crucial determinants of board effectiveness (Forbes and Milliken, 1999; McNulty and Pettigrew, 1999). The agenda in particular is an important mechanism for encouraging non-executive involvement in and responsibility for the strategy process, and the agenda should be planned carefully to ensure issues are raised which may require board attention and decision-making. Several of our respondents described this critical board management aspect of the role in these terms, and also in relation to helping the chair lead the board. Finally, as the advocate for the conscience of the company, we have seen the secretary insisting not only upon the form of good governance, but more importantly encouraging a compliance with the substance of good governance.

As an influential boundary spanner, an 'honest broker', the secretary's facilitation and management of the relationships between the executive and non-executive communities works both ways around, and while he or she assists the dialogue and access to information and information sources from the part-timers camp, we see that the secretary also helps the executive to prepare, work up and present their proposals to the non-executive majority board with the best chances of approval and support. Secretaries are ‘go-betweens’, at the interface, managing and facilitating the relationships between these differing constituents, with their differing roles and perhaps objectives. These boundary activities take place both within the board meeting itself, but also around board dinners, strategy away-days, pre-board briefings and the like. An effective, productive and meaningful dialogue, is very often organized and orchestrated by the role performance of the secretary, and this may be formal or informal. Critically however, it occurs early in the decision-making process, an absolute necessary if board influence is to be realized. Developing the governance space as a governance change agent in this way, the company secretary is thus critical to creating the conditions of both challenge and support that characterize boards that are effective in creating accountability that serves corporate governance and performance (Robert et al, 2005; Forbes and Milliken, 1999).

CONCLUSION

A concern to improve corporate governance has gained considerable momentum in the wake of the financial crisis. Encouraged by reference to the role of the company secretary in recent regulatory governance codes and associated guidance, the study has identified the significant governance potential of the company secretary in the unique organizational space, in and around the boardroom to construct a role that is integral to the governance process, shaping the space, relationships, behavior and effects of those charged with creating corporate enterprise and accountability. The study has revealed the important governance potentials in an organizational office and officer that is statutorily-mandated in all UK public companies. These findings highlight the dangers in overlooking actors whose office and work is either dismissed or ignored by comparison with that of 'directors' because their role and work is *'behind the scenes'*, in the background away from the glare of public and media scrutiny. The study reveals an actor very close to the board that is potentially very consequential for board processes and organizational governance.

However, by way of further research, it is important to refer to the variation in our findings. It is not the case that the role and effects of company secretaries on boards are the same across all secretaries and all firms. On the contrary, we found the role performance to be shaped and constrained by a host of factors to do with, for example, the attitude of the company chairman to using the company secretary and the secretaries own will and skill to step beyond 'the humble clerk' performance, to construct the role that sees them acting as boundary spanners and governance change agents. Another factor to examine further is where company secretaries are "double-hatting" through additional roles such as Finance Director. "Double-hatting" introduces the complexity of being part of the executive in one capacity but being the servant to the board in the other capacity. The challenge for the company secretary when performing in a dual capacity is to maintain the independence required for the effective delivery of the secretariat function

This study is unique in its attention to company secretaries' governance role and effects and embryonic in its findings. There is a much more that can and needs to be studied about the contingent nature of the role and effects of company secretaries and other kinds of permanent legal officer who interact and administer, at such close quarters, with and on behalf of the board. Set in the UK FTSE group of companies, we did not find the organizational context to be a marked determinant in the variety of role performance or effect but this, we suggest, needs more systematic attention, perhaps using methods that will cover a greater range of organizational settings, sectors and even national contexts.

We have developed the idea of the governance space but much more now needs to be known about this. The study has also touched on the company secretaries' role in respect of the collective conscience of the company. Post financial crisis, the governance debate is broadening from a concern with oversight on behalf of shareholders through metrics of shareholder value to broader questions about appropriate ideologies and values that inform the practice of corporate governance. This debate will benefit from theoretical resources that are more agile and multi-dimensional in the attention as to who is driving what, and why, in respect of strategic decision-making of boards. Theorizing which sees the secretary as another important actor representing the company in person, as a contributor to the collective conscience of the company raises the prospect of a moral element in the social-psychological dimension of the organizational governance space as yet not observed in the literature. This we suggest has critically significant implications for the development of both organization and governance theory in the light of the ever intensifying scrutiny of corporate behavior and demands for accountability.

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Appendix 1 – Indicative Interview Schedule

THE COMPANY SECRETARIAT: ROLE AND FUNCTION

Introduction: In these interviews we are looking to examine the role and function of the company secretariat in the light of the recent changes and reforms to the legal context in which firms and boards exist and operate.

PART A: Firm-specific context of the Role and Function of the Secretariat: what responsibility, if any, do you as company secretary have for corporate governance?

PART B: Contribution of the Company Secretary to the Board: How much of a contribution would you say you are able to make to the proper functioning of your board? Could you describe your relationship with directors?

PART C: **The Governance Reform Agenda - Legislative**: As company secretary, which aspects of the recent law reforms would you consider most significant in terms of governance?

PART D: **The Governance Reform Agenda – Regulatory**: What role and responsibility do you, as company secretary have for compliance with the Code, and how far, if at all, has that role changed since the last round of amendments to the Combined Code?

PART E: Individual Director Response: What in your experience has been the response of individual directors on your board, to the changes in the legislation, the Companies Act and the new Code?

PART F: **Board Response**: Have changes to the legal context in which the board makes those decisions, affected board effectiveness and /or board behavior more generally.